

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

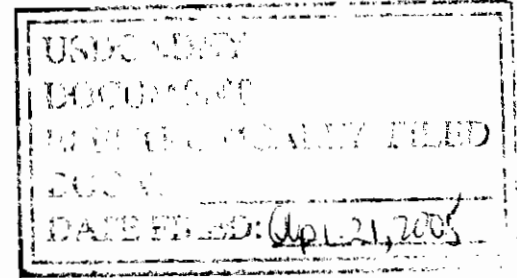
NOMINATION DI ANTONIO E PAOLO GENSINI
S.N.C., NOMINATION S.R.L., and NOMINATION
USA, INC.

Plaintiffs,

-against-

H.E.R. ACCESSORIES LTD., PAN OCEANIC
GROUP, LLC, RICHARD TERZI, HYMIE
ANTEBY, SAM ANTEBY, JACK ANTEBY,
CLAIRE'S BOUTIQUE'S INC., CLAIRE'S
STORES, INC., SOCORRO ECHEVERRIA, d/b/a
DEALT-IN MARKETING, AGC INC., THOSE
CHARACTERS FROM CLEVELAND, INC.,
AMERICAN GREETINGS CORPORATION,
ARTLIST INTERNATIONAL, INC., ARTLIST
INTERNATIONAL USA, INC., DIC I
CORPORATION d/b/a/ DIC ENTERTAINMENT
CORPORATION, HEARST HOLDINGS, INC.,
FLEISCHER STUDIOS, INC., KING FEATURES
SYNDICATE, HOUGHTON MIFFLIN COMPANY,
UNIVERSAL STUDIOS LICENSING LLLP,
NINTENDO OF AMERICA, INC., JAMES K.
BENTON, SANRIO INC., VIACOM
INTERNATIONAL, INC., JOHN DOES 1-50 and
XYZ COMPANIES 1-50,

Defendants.



07-CV-6959 (DAB)

[PROPOSED] ORDER
TO FILE UNDER SEAL

WHEREAS, Plaintiffs on the one hand, and Defendants H.E.R. Accessories Ltd., Pan Oceanic Group, LLC, Richard Terzi, Hymie Anteby, Sam Anteby and Jack Anteby (collectively the "Supplier Defendants") and Defendants Claire's Stores, Inc. and Claire's Boutique's, Inc., (collectively "Claire's") on the other hand have agreed by a stipulated but as yet unentered Protective Order (the "Stipulation") to allow the designation of certain discovery produced in

this action as confidential in order to protect documents containing proprietary, non-public business information ("Confidential Material");

WHEREAS, the Stipulation requires that Confidential Material submitted to the Court be filed under seal;

WHEREAS, Plaintiffs intend to file Plaintiffs' Supplemental Memorandum of Law in Further Opposition to the Licensor Defendants' Motion to Dismiss the Second Amended Complaint and supporting Affidavit of Robert D. Piliero, dated April 16, 2008, in further opposition to certain defendants' pending motion to dismiss the Second Amended Complaint against them (the "Memorandum" and "Affidavit"), and the Affidavit annexes certain exhibits containing the Supplier Defendants' and Claire's Confidential Material; and


WHEREAS, the Supplier Defendants and Claire's have consented to the filing of the Memorandum and Affidavit under seal pursuant to the Stipulation; it is hereby

ORDERED, that Plaintiffs are granted leave to file the Memorandum and Affidavit in this action under seal by paper rather than ECF; and it is further

ORDERED, that the Memorandum and Affidavit filed by ECF on April 17, 2008 shall be permanently removed from the public ECF and replaced by the Memorandum and Affidavit to be filed under seal pursuant to this Order.

Plaintiffs shall serve a copy of this Order upon all Defendants in this action by personal or overnight delivery to their respective counsel by no later than April 21, 2008.

SO ORDERED.


The Honorable Deborah A. Batts,
USDJ

April 21, 2008